Baron Mark David Form 4 April 02, 2009

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box

if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Hill-Rom Holdings, Inc. [HRC]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

3.

03/31/2009

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* Baron Mark David

> (First) (Middle)

1069 STATE ROUTE 46E

(Street)

BATESVILLE, IN 47006

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed

Security (Instr. 3)

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code

Symbol

(Instr. 8)

Disposed of (D)

4. Securities

(Instr. 3, 4 and 5)

(A)

Reported Transaction(s) Code V Amount (D) Price

(Instr. 3 and 4)

Issuer

below)

Person

5. Amount of

Securities

Following

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Director

Applicable Line)

X\_ Officer (give title

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. (Instr. 3 and 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

below) Sr. VP, Ops & Prod. Dev.

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Estimated average

burden hours per

**Underlying Securities** D Se

## Edgar Filing: Baron Mark David - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Iı
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (Deferred Stock Award) 12/15/04 5 yr	Œ)	03/31/2009		A	6	<u>(2)</u>	12/16/2009(2)	Common Stock	6	
Restricted Stock Units (Deferred Stock Award) 11/30/05 5 yr	(1)	03/31/2009		A	33	(3)	12/01/2010(3)	Common Stock	33	
Restricted Stock Units (Deferred Stock Awards) 11/30/06 5 yr	<u>(1)</u>	03/31/2009		A	48	<u>(4)</u>	12/01/2011(4)	Common Stock	48	
Restricted Stock Units (Deferred Stock Award) 12/5/07 5 yr	<u>(1)</u>	03/31/2009		A	68	<u>(5)</u>	12/06/2012(5)	Common Stock	68	
Restricted Stock Units (Deferred Stock	<u>(1)</u>	03/31/2009		A	80	<u>(6)</u>	12/03/2012 <u>(6)</u>	Common Stock	80	:

Award) 12/2/08 4 yr

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Baron Mark David 1069 STATE ROUTE 46E BATESVILLE, IN 47006

Sr. VP, Ops & Prod. Dev.

## **Signatures**

Donna Isaacs, as Attorney-in-Fact for Mark Baron

04/02/2009

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Conversion or Exercise Price of Derivative Security is 1-for-1.
- These Restricted Stock Units vest 30% on 12/16/09. Stock units will automatically be converted into shares of common stock in accordance with respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record date.
- Restricted Stock Units vest 25% on 12/1/09 and 30% on 12/1/10. Stock units will automatically be converted into shares of common stock in accordance with respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.
- Restricted Stock Units vest 25% on 12/01/09, 25% on 12/01/10 and 30% on 12/01/11. Stock units will automatically be converted into (4) shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- Restricted Stock Units vest 20% on 12/6/09, 25% on 12/6/10, 25% on 12/6/11 and 30% on 12/6/12. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.
- Restricted Stock Units vest 50% on 12/3/2010, 25% on 12/3/2011 and 25% on 12/3/2012. Stock units will automatically be converted into shares of common stock in accordance with the respective vesting schedule unless a previous deferral election has been made. Stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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